

Nov. 2, 1990 - 603

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13.

An Act to incorporate the Northern, North-Western and
Sault Ste. Marie Railway Company.

WHEREAS the construction of an independent line of
railway running from the village of Gravenhurst, in
the District of Muskoka, to Callander Station on the Canadian
Pacific Railway at Lake Nipissing, and from a point on the
5 line of the said Canadian Pacific Railway at or near
Wharnapit River on the said Canadian Pacific Railway
to the town of Sault Ste. Marie, with power to the
Company incorporated to construct the same, to bridge the
Sault Ste. Marie River, and to connect the railway system
10 of Canada with that of the North-western States of the
United States of America, open to all the railways that could
connect therewith, and affording equal traffic facilities to all
railway companies, and also from Callander Station on the
Canadian Pacific Railway to the waters of the Upper Ottawa,
15 would be of general benefit to the Dominion; and whereas
a petition has been presented for that purpose, and it is
expedient to grant the prayer of such petition: Therefore
Her Majesty, by and with the advice and consent of the
Senate and House of Commons of Canada, enacts as fol-
20 lows:—

1. The Honorable Frank Smith, of the city of Toronto,
merchant, Senator of the Dominion of Canada; Adam Brown,
of the city of Hamilton, merchant; Noah Barnhart, merchant;
the Honorable Alexander Morris, M.P.P.; D'Alton McCarthy,
25 M.P., and Frederick W. Cumberland, Esquire, all of the
city of Toronto; John Stuart, merchant; John Proctor,
railway contractor; A. T. Wood, merchant; Alexander
Turner, merchant; E. Gurney, manufacturer; William
Hendrie, railway contractor; M. Leggatt, merchant;
30 P. D. Dayfort, merchant; Thomas Robertson, M.P., Q.C.;
Francis Edwin Kilvert, M.P.; Britton B. Osler, Q.C.;
James Turner, merchant, and Alexander McInnes, mer-
chant, all of the city of Hamilton; C. W. Bunting, M.P.,
newspaper publisher; Samuel Platt, M.P., Esquire; James
35 Beatty, Junior, M.P., Q.C.; G. D'Arcy Boulton, barrister-at-
law; Frederick W. Strange, M.P., physician; John Fiske,
merchant; William B. Hamilton, President of the Board of
Trade of the city of Toronto, merchant; William F.
McMaster, merchant; William Thompson, merchant; A.
40 M. Smith, merchant; William Ince, merchant; Alderman
David Walker; William B. Scarth, broker; Eugene
O'Keefe, brewer; the Honorable John McMurrich,
merchant; R. W. Elliott, merchant; Alfred Boulton, M.P.;

Alderman A. R. Boswell, and Robert Hay, M.P., furniture manufacturer, all of the city of Toronto; Thomas Arkell, M.P., of the town of St. Thomas; Timothy Coughlin, M.P., of Offa; D. Macmillan, M.P., of the city of London, barrister-at-law; S. R. Hesson, M.P., of the town of Stratford, in the county of Perth; William O'Brien, of the township of Oro, in the county of Simcoe, farmer; William Carruthers Little, M.P., of the township of Innisfil, Esquire; Thomas Long, M.P., of the town of Collingwood, merchant; Charles Cameron, of the same place, steam-boat owner; George Moberley, of the same place, barrister-at-law; Nathaniel C. Wallace, M.P., of Woodbridge; John White, M.P., of Roslin; Alexander Robertson, M.P., of Belleville; and Arthur Rankin, of the town of Windsor, Esquire; together with all such persons and corporations as shall, under the provisions of this Act, become shareholders in the Company hereby incorporated, are hereby constituted and declared to be a body corporate and politic by the name of "The Northern, North-Western and Sault Ste. Marie Railway Company," (hereinafter called the Company,) and shall have all the powers and privileges conferred on such corporations by "The Consolidated Railway Act, 1879," or any Act relating thereto which may be passed during the present session of Parliament, subject, however, to the provisions hereinafter contained.

2. The Company and their agents and servants shall have full power and authority to lay out, construct, complete and operate a double or single line of railway, of four feet eight and one-half inches gauge, from a point on the line of the Northern Railway of Canada at or near the village of Gravenhurst, in the District of Muskoka, *via* Bracebridge, and thence through the Districts of Muskoka and Parry Sound to Callander Station at Lake Nipissing on the Canadian Pacific Railway, and from a point at or near the point of intersection of the Wharnapit River by the Canadian Pacific Railway, through the district of Algoma to the town of Sault Ste. Marie, in the District of Algoma, and from some convenient point at or near Callander Station aforesaid on the Canadian Pacific Railway, at or near Lake Nipissing, to the River Ottawa at or near the Long Sault, on the Upper Ottawa, or to some convenient point in navigable connection with Lake Temiscamingue; and shall have full power and authority to lay out, construct and complete, as an extension of the said firstly mentioned line of railway, a spur or branch from at or near the town of Sault Ste. Marie to the navigable waters of Lake Superior.

3. The Company shall have such running powers over the line of the Canadian Pacific Railway from the point of junction at or near Callander Station, to the point of junction at or near Wharnapit River, as have been or may be agreed

upon by the Canadian Pacific Railway Company and the Government of Canada, in pursuance of and under the terms and provisions of the resolution of the Board of Directors of the Canadian Pacific Railway Company, which is appended as schedule B to this Act, and subject to the authority of the Governor in Council and to such conditions, stipulations and terms as may be imposed by order of the Governor in Council.

4. The Company shall have full power and authority to lay out and construct, complete, maintain, work, manage and use a railway bridge over the River Ste. Marie from some convenient point on their line of railway, to connect with any railways in the State of Michigan, one of the United States of America; and the sections of "*The Consolidated Railway Act, 1879*," or of any Act relating thereto passed in the present session of Parliament, under the heads of "Powers," "Plans and Surveys," and "Lands and their Valuation," shall, so far as necessary, apply to the power hereby given.

5. The undertaking hereby authorized shall be divided into two sections, which shall be known as the "Railway Section" and the "Bridge Section," respectively. The railway section shall consist of the lines of railway which the Company is hereby empowered to construct and operate, together with all its rolling stock, plant and equipments; and the bridge section shall consist of the bridge over the River Ste. Marie and its approaches, and all the machinery and plant thereof; and the capital account, tolls and revenues of each section shall be kept separate and distinct.

6. The Company shall not commence the said bridge, or any work thereunto appertaining, until the Company shall have submitted to the Governor in Council plans of such bridge and of all the intended works thereunto appertaining, nor until the plans and site of such bridge shall have been approved by the Governor in Council, and such conditions as he shall have thought fit for the public good to impose touching the said bridge and works shall have been complied with, nor shall any such plan be altered, nor any deviation therefrom allowed except upon the permission of the Governor in Council, and upon such conditions as he shall impose: Provided always, that if the said bridge be placed over the said river at a place where the same is navigable, it shall be constructed so as to have one draw in the main channel of the river, which draw shall be of such width as the Governor in Council may determine, and shall otherwise give free and unobstructed passage to vessels of every description navigating the said river; and the said draw shall at all times during the season of navigation be kept open, except when actually required to be closed for the passage

of railway trains, and shall be otherwise tended and moved at the expense of the Company so as not to hinder unnecessarily the passage of any vessel. From sundown until sunrise, during the season of navigation, suitable lights shall be maintained upon the said bridge to guide vessels approaching the said draw. 5

7. The Company shall have power to unite with any other Company incorporated, or which may be incorporated, under and by virtue of the laws of the United States of America, or of any of the said States, or with any body politic or corporate, in building the said bridge and approaches, and in maintaining, working, managing and using the same, and to enter into any agreement with such Company or Corporation respecting the construction, maintenance, management and use thereof; and it shall be lawful for the Company to levy 10 and collect rates, tolls, rents and compensations for the use of the said bridge and its approaches, and to hypothecate, pledge and appropriate the receipts derivable from such bridge, after payment thereout of the other working expenses and the cost of maintenance, to the payment exclusively of the principal and interest of any bond, security or debt contracted for or in the construction thereof, or to agree that the interest on such bond, security or debt shall form part of the working expenses of the railway. 15 20

8. So soon as the said railway bridge is completed and ready for traffic, all trains, locomotives and cars of all railways connecting with the same, either in Canada or the United States, now constructed, or hereafter to be constructed, and also the trains, locomotives and cars of all companies whose lines shall connect with any company so connecting with the said bridge and its approaches, shall have the right to use the said bridge and its approaches at corresponding tariff rates for the persons and property, including that of the Company, which may pass over the said bridge, so that no discrimination in tariff for such transportation shall be made in favor of or against any railway, including the railway of the Company, whose trains, locomotives or cars may pass over the said bridge, under such regulations for the use of the said bridge as may, from time to time, be made, which shall, before the same are put in force, be submitted to and approved of, and which may, from time to time, be revised, after notice to the Company, by the Governor in Council 25 30 35 40 45

9. Tolls for the use of the bridge shall be, from time to time, fixed and regulated by the by-laws of the Company, or by the Directors, if thereunto authorized by the by-laws, or by the shareholders at any general meeting, and may be demanded and received for all trains, locomotives and cars, and all passengers and property transported thereon, and shall be paid to such persons and at such places near to the bridge, 45

in such manner and under such regulations as the by-laws direct ;

2. In case of denial or neglect of payment on demand of any such tolls, or any part thereof, to such persons, the same may be sued for and recovered in any competent court, or the agents or servants of the Company may seize the goods for or in respect whereof such tolls ought to be paid, and detain the same until payment thereof; and in the meantime the said goods shall be at the risk of the owners thereof;

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3. If the tolls are not paid within six weeks, the Company may sell the whole or any part of such goods, and out of the money arising from such sale retain the tolls payable, and all charges and expenses of such detention and sale, rendering the surplus, if any, or such of the goods as remain unsold, to the person entitled thereto ;

4. If any goods remain in the possession of the Company unclaimed for the space of twelve months, the Company may thereafter, and on giving public notice thereof by advertisement for six weeks in the *Official Gazette* of the Province in which such goods are, and in such other newspapers as they deem necessary, sell such goods by public auction at a time and place to be mentioned in such advertisement, and out of the proceeds thereof pay such tolls and all reasonable charges for storing, advertising and selling such goods ; and the balance of the proceeds, if any, shall be kept by the Company for a further period of three months, to be paid over to any party entitled thereto ;

5. In default of such balance being claimed before the expiration of the period last aforesaid, the same shall be paid over to the Receiver-General, to be applied to the general purposes of Canada, until claimed by the party entitled thereto ;

6. All or any of the tolls may, by any by-law, be reduced and again raised as often as deemed necessary for the interests of the undertaking ; but the same tolls shall be payable at the same time and under the same circumstances upon all trains, locomotives and cars, including those of the Company, and by all persons, so that no undue advantage, privilege or monopoly may be afforded to any company, including the Company hereby incorporated, person or class of persons by any by-laws relating to the tolls ;

7. The Directors shall, from time to time, print and stick up, or cause to be printed and stuck up, in the office, and in all and every of the places where the tolls are to be collected, in some conspicuous place there, a printed board or paper

exhibiting all the tolls payable, and particularizing the price or sum of money to be charged or taken for the carriage or passage of any matter or thing;

8. No tolls shall be levied or taken until approved of by the Governor in Council, nor until after two weekly publications in the *Canada Gazette* of the by-law establishing such tolls, and of the Order in Council approving thereof;

9. Every by-law fixing and regulating tolls shall be subject to revision by the Governor in Council, from time to time, after approval thereof; and after an Order in Council, reducing the tolls fixed and regulated by any by-law, has been twice published in the *Canada Gazette*, the tolls mentioned in such Order in Council shall be substituted for those mentioned in the by-law, so long as the Order in Council remains unrevoked;

10. The Parliament of Canada may, from time to time, reduce the tolls upon the bridge, but not without consent of the Company so as to produce less than ten per cent. per annum profit on the capital actually expended in its construction; nor unless, on an examination made by the Minister of Public Works of the amount received and expended by the Company, the net income from all sources in connection with the bridge for the year then last passed, is found to have exceeded ten per cent. upon the capital so actually expended;

11. No by-law of the Company by which any tolls are to be imposed or altered, or by which any party other than the members, officers and servants of the Company are intended to be bound, shall have any force or effect until the same has been approved and sanctioned by the Governor in Council;

12. The said word "capital" as used in this section means the paid up stock and share capital of the Company, with interest added for periods during which no dividend is paid, to the exclusion of all subsidies and bonuses and of any debt of the Company contracted on the pledge thereof, or of any part thereof; but the interest on such debt shall, for the purpose of this section, be deemed part of the working expenses of the bridge.

10. In case the State of Michigan or the United States shall at any time provide for the appointment of a Commission for regulating the working of the said bridge, the use thereof, and the compensation to be made therefor, and for settling any disputes arising in respect thereof, it shall be lawful for the Governor in Council to join in the appointment of the said Commission on such terms as he shall

think proper, and to appoint one or more persons as members of the said Commission; and in the event of any such appointment, the said Commission shall have the powers hereby conferred on the Governor in Council, and the decision of the said Commission shall be final and conclusive to the extent to which the same are final and conclusive by virtue of the provisions which may be made by the State of Michigan or the United States of America.

11. Until the said bridge shall be constructed, the Company shall have power to construct, purchase, charter, own and navigate scows, boats and steam and other vessels, for the purpose of crossing the said River Ste. Marie, and of carrying passengers and goods over the said river; and the Company shall also have power to construct, purchase, charter, own and navigate steam vessels and other water craft on the waters of Lake Superior or on the said River Ste. Marie, for the purpose of traffic in connection with the railway, and shall also have power to make traffic arrangements with any line or lines of steam vessels or other water craft trading on Lake Superior.

12. In addition to the powers and rights conferred by section nine of "*The Consolidated Railway Act, 1879*," or of any Act relating thereto which may be passed during the present session of Parliament, and notwithstanding anything therein contained, the Company may, without the assent of the proprietors thereof, acquire for the purposes of the undertaking and hold on the sides of or along the line of the railway, wherever it may be needed for the erection of snow-drift fences or barriers, such additional breadth of land as may be requisite and necessary so as to prevent the obstruction of the line by drifting snow; and the sections of the said "*Consolidated Railway Act, 1879*," under the heads of "Powers," "Plans and Surveys," and "Lands and their Valuation," so far as may be, shall apply to the additional powers hereby given.

13. The persons named in the first section of this Act shall be and are hereby constituted provisional directors of the Company (of whom twelve shall be a quorum), and shall hold office as such until the first election of directors under this Act. The provisional directors shall have power forthwith to open stock books and procure subscriptions of stock for the undertaking, and to receive payments on account of stock subscribed, and to deposit in any chartered bank of Canada all moneys received by them on account of stock subscribed and to cause surveys and plans to be made and executed; and upon a sufficient subscription of stock being obtained as hereinafter provided, they shall call a meeting of the shareholders of the Company for the election of directors.

14. The capital stock of the Company shall be two million of dollars, to be divided into shares of one hundred dollars each ; and the money so raised shall be applied in the first place to the payment of all fees, expenses and disbursements for procuring the passing of this Act ; secondly, 5 for making or acquiring the surveys, plans and estimates connected with the works hereby authorized ; and all the remainder of such money shall be applied to the making, equipping, completing and maintaining of the said railway and other purposes of this Act.

15. When and so soon as shares to the amount of two hundred thousand dollars in the capital stock of the Company have been subscribed and ten per cent. paid thereon, the provisional directors shall call a general meeting of the subscribers to the said capital stock, at the city of 10 Toronto, for the purpose of electing directors of the Company, giving at least two weeks' notice by public advertisement in the *Canada Gazette* and in a newspaper published in the city of Toronto and in one published in the city of Hamilton, of the time, place and purpose of such 20 meeting.

16. The mayors of the cities of Toronto and Hamilton and the warden of the county of Simcoe shall be *ex-officio* directors of the Company.

17. There shall be twelve directors, exclusive of the 25 mayors and warden in the last preceding section named, who, together with the mayors of the said cities and the warden of the said county, shall manage the affairs of the Company, and of whom seven shall be a quorum ; and the said board of directors may employ one or more of their members as paid 30 director or directors ; and no person, except the mayors of the said cities and the warden of the said county, shall be qualified to be elected a director, unless he be a shareholder holding at least twenty shares of the stock of the Company absolutely in his own right and is not in arrears for any 35 calls made thereon. The president, vice-president and a majority of the board of directors shall be British subjects.

18. At the first general meeting the shareholders who have paid ten per cent. on the capital stock subscribed by them, shall elect the directors who shall hold office until the 40 first annual general meeting thereafter.

19. The annual general meeting shall be holden on the second Wednesday of the month of February in each year, or such other day as the directors may by by-law from time to time enact, at the city of Toronto or at the city of Ha- 45 milton, notice of which and of the holding of any general meeting of shareholders (all of which meetings shall be

holden at the said city of Toronto or the city of Hamilton, as the directors may from time to time by by-law direct) shall be given by public advertisement inserted in the *Canada Gazette* and in a newspaper published in the city of Toronto and also in a newspaper published in the city of Hamilton, at least two weeks before the day named for the holding of such meeting; and in the said notice shall be specified the particular place in the said city of Toronto or Hamilton where such meeting is to be held.

10 **20.** No call shall be made for more than ten per centum at any one time on the amount subscribed, nor shall more than fifty per centum of the stock be called up in any one year.

15 **21.** The directors of the Company elected by the shareholders may make and issue as paid up stock shares in the Company, whether subscribed for or not, and may allot and hand over such stock and the mortgage bonds of the Company in payment of right of way, plant, rolling stock or materials of any kind, and also for the services of contractors, 20 engineers, and other persons, whether directors or not, who may have been, are, or may be engaged in promoting the undertaking and interests of the Company; and such issue and allotment of stock or bonds shall be binding on the Company, and such paid up stock shall not be assessable for 25 calls.

30 **22.** A special general meeting of the shareholders of the Company may be called at any time by the Directors or by one-fourth part in value of the shareholders of the Company after refusal by the Directors to call the same; but notice 35 thereof, stating the object for which the meeting is called, signed by the Secretary of the Company, or by the shareholders calling the same, must be sent by post or otherwise to each shareholder, three weeks before the day on which the said meeting is to be held, and must also be inserted once a 40 week for four weeks previous to the said meeting, in some newspapers published in Toronto and Hamilton.

45 **23.** The Company shall have power and authority to become parties to promissory notes and bills of exchange, for sums not less than one hundred dollars; and any such 40 promissory note, made or endorsed by the President or Vice-President of the Company, and countersigned by the Secretary and Treasurer of the Company, and under the authority, general or special, of a majority of a quorum of the Directors, shall be binding on the Company; and every 45 such promissory note or bill of exchange so made, shall be presumed to have been made with proper authority until the contrary be shewn; and in no case shall it be necessary to have the seal of the Company affixed to such promissory

note or bill of exchange, nor shall the said President or Vice-President, or the Secretary and Treasurer be individually responsible for the same, even if the same be made, accepted or endorsed by him or them on behalf of the Company, provided the consideration for the said bill or note was received by the Company, unless the said promissory note or bill of exchange has been issued without the sanction and authority of the Board of Directors as herein provided and enacted: Provided however, that nothing in this section shall be construed to authorize the Company to issue notes or bills of exchange payable to bearer, or intended to be circulated as money or as the notes or bills of a bank.

24. The Directors of the Company, after the sanction of the shareholders shall have been first obtained at any special general meeting to be called from time to time for such purpose, shall have power to issue bonds, made and signed by the President or Vice-President of the Company, and countersigned by the Secretary, and under the seal of the Company, for the purpose of raising money for prosecuting each of the said sections of the said undertaking; and such bonds shall without registration or formal conveyance, be taken and considered to be the first and preferential claims and charges upon the section for the purpose of which the same may be issued and the tolls and property, real and personal, of and belonging to each of the said sections then existing and at any time thereafter acquired, after deduction from such tolls and revenues of the working expenses of the railway and the bridge, respectively; and each holder of the said bonds shall be deemed to be a mortgagee or incumbrancer upon the said securities, respectively, *pro rata*, with all the other bondholders of their respective sections: Provided however, that the whole amount of the issue of bonds on the railway section shall not exceed in all the sum of twenty thousand dollars per mile, to be issued in proportion to the length of railway constructed, or under contract to be constructed, and on the bridge section the sum of six hundred thousand dollars; and provided also, that in the event at any time of the interest upon the said bonds remaining unpaid and owing, then, at the next ensuing annual general meeting of the Company, and at all other general meetings as long as the said default shall continue, all holders of bonds shall have and possess the same rights, privileges and qualifications for directors and for voting as they would have had if the bonds they held had been shares, provided that the bonds and any transfers thereof shall have been first registered in the same manner as is provided for the registration of shares; and it shall be the duty of the Secretary of the Company to register the same, on being required to do so by any holder thereof; and the Company may provide for the payment annually of a sum by way of a sinking fund towards the payment of the

principal of the said bonds, and such sinking fund may be invested in the repurchase or redemption of the bonds of the Company; and it shall be lawful for any other railway company or companies whose line or lines can connect with the railway hereby authorized, by means of running powers, to agree for the loan of its or their credit, either by direct guarantee or traffic contract or otherwise, to secure the payment of the interest or the sinking fund or any part of the interest or sinking fund of such bonds.

10 25. The Company may secure such bonds by a deed or deeds of mortgage executed by the Company, with the authority of its shareholders, expressed by a resolution passed at such special general meeting; and any such deed may contain such description of the property
15 mortgaged by such deed, and such conditions respecting the payment of the bonds secured thereby and of the interest thereon, and the remedies which shall be enjoyed by the holders of such bonds or by any trustee or trustees for them in default of such payment, and the enforcement
20 of such remedies, and may provide for such forfeitures and penalties in default of such payment, as may be approved by such meeting; and may also contain, with the approval aforesaid, authority to the trustee or trustees, upon such default, as one of such remedies, to take possession
25 of the railway and property mortgaged, and to hold and run the railway on the railway section, and to work the bridge on the bridge section respectively, for the benefit of the bondholders thereof respectively, for a time to be limited by such deed, or to sell the said railway and
30 property, or bridge and property, after such delay and upon such terms and conditions as may be stated in such deed; and with like approval any such deed may contain provisions to the effect that upon such default and upon such other conditions as shall be described in such
35 deed, the right of voting possessed by the shareholders of the Company shall cease and determine, and shall thereafter appertain to the bondholders; and such deed may also provide for the conditional or absolute cancellation after such sale of any or all of the shares so deprived of voting power,
40 and may also, either directly by its terms, or indirectly by reference to the by-laws of the Company, provide for the mode of enforcing and exercising the powers and authority to be conferred and defined by such deed, under the provisions hereof. And such deed, and the provisions thereof,
45 made under the authority hereof, and such other provisions thereof as shall purport (with like approval) to grant such further and other powers and privileges to such trustee or trustees and to such bondholders, as are not contrary to law or to the provisions of this Act, shall be valid and binding;
50 but if any change in the ownership or possession of the said railway and property, or bridge and property, shall

at any time take place under the provisions hereof, or of any such deed, or in any other manner, the said railway and bridge property shall continue to be held and operated under the provisions hereof and of "*The Consolidated Railway Act, 1879*," and of any Act which may be 5 passed during the present session of Parliament relating thereto, as hereby modified.

26. The bonds authorized by this Act to be issued by the Company, may be so issued in whole or in part in the denomination of dollars or pounds sterling, or in either or both 10 of them; and the coupons may be for payment in denominations similar to those of the bond to which they are attached, and payable at such place or places in Canada or elsewhere, and bearing such rate of interest, as the Directors may think proper. And the whole or any of such bonds may be 15 pledged, negotiated or sold upon such conditions and at such price as the Board of Directors shall from time to time determine.

27. It shall not be necessary, in order to preserve the priority, lien, charge, mortgage or privilege, purporting to 20 appertain to or be created by any bond issued, or mortgage deed executed, under the provisions of this Act, that such bond or deed should be registered in any manner, or in any place whatever. But every such mortgage deed shall be deposited in the office of the Secretary of State of Canada, of which 25 deposit notice shall be given in the *Canada Gazette*. And in like manner any agreement entered into by the Company under section thirty-three of this Act, shall also be deposited in the said office. And a copy of any such mortgage deed, or agreement, certified to be a true copy by the Secretary of 30 State or his Deputy, shall be received as *prima facie* evidence of the original in all courts of justice, without proof of the signatures or seal upon such original.

28. The Company may, from time to time, for advances of money to be made thereon, mortgage or pledge any bonds 35 which they can, under the provisions of this Act, issue for the construction of the railway section or bridge section but only for the purposes for which such bonds have been issued.

29. All the bonds, debentures, mortgages and other 40 securities hereby authorized, and the coupons and interest warrants thereon respectively, may be made payable to bearer, and shall in that case be transferable by delivery; and any holder of any such bonds, debentures, mortgages or coupons so made payable to bearer, may sue at law thereon in his 45 own name, unless and until registry thereof in the manner provided in this Act, and while so registered they shall be transferable by written transfer, registered in the same

manner as in the case of shares, but they shall again become transferable by delivery, upon the registration of a transfer to bearer, which the Company shall be bound to register, on the demand of the registered holder for the time being.

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30. The Company may receive from the Government of Canada or from the Government of any of the Provinces, or from private individuals or municipal or other corporations, who may have power to make or grant the same, money or securities for money in aid of the construction, equipment and maintenance of the said railway and bridge, and the same may be received by way of bonus or gift or by way of loan. And in like manner and for the same purpose the Company may receive, take and hold grants of land from either or any of the said Governments or from private individuals, municipal or other corporations who may have power to grant the same, and upon accepting such aid from either or any of the Governments aforesaid, may agree to give such running powers to, or to make such traffic arrangements with any other railway company or companies, as the said Government may require to be made or given, as a condition of such grant; but nothing herein contained shall render it lawful for the Company to make any arrangement whereby one company may obtain advantages over any other company.

31. The Company may hold, and may alienate and mortgage any lands that may be granted to it, not required for the purposes of the undertaking, and apply the proceeds thereof for the purposes of the undertaking.

32. The Company shall make running arrangements with, and give running powers to any railway company or companies in the Dominion of Canada (whether incorporated by the Dominion or any of the Provincial Legislatures) which are now or may hereafter be situate on the line or lines hereby authorized, or which touch or cross the same, or any line or lines which connect with any of such lines, upon terms to be agreed upon; and such running powers shall include all proper and necessary facilities in sidings for obtaining fuel and water, and generally for the passing and working of the trains of the company or companies exercising the same; and the facilities so to be given shall be equal to all companies exercising such powers, so that no unfair advantage shall be given to any one company over another in the use of the said lines; and all the powers mentioned in this Act shall be so given upon the payment of a reasonable compensation therefor; and any railway company or companies as aforesaid which may claim and use the running powers and facilities over the line or lines of the Company as hereby authorized shall grant similar running arrangements and powers over any line or lines of railway which such Company may own or control, and

which may now or may hereafter be situate on, or may touch or cross the same, or any line or lines which connect with any of such lines, and all such powers shall be so given and exercised upon the payment of a reasonable compensation therefor: Provided that the running powers mentioned in this Act shall not include any right for one company to engage or participate in, or operate upon or over the line of any other company, or on any part thereof, any local traffic served by, collected or distributed at, or belonging to places upon the line or lines of the company over whose lines running powers are exercised, or at which such company shall have established stations: and provided further, that the company or companies exercising the running powers as herein provided shall have the right to interchange through traffic with any other railway company or companies whose line or lines of railway shall reach to and connect with the lines of the Company at Callander or Sault Ste. Marie: and provided further that the running powers hereby given over the lines of the Company hereby incorporated shall not be extended or continued to any company which shall construct and work a line of railway to Callander or Sault Ste. Marie from any point connecting with the railway system of Ontario.

33. It shall be lawful for the Company to enter into any agreement with any other railway company whose line is situate on the line hereby authorized or whose line can connect therewith, for leasing the railway hereby authorized, or any part thereof, or the use thereof at any time or times, or for leasing or hiring from any such other company any railway or part thereof, or the use thereof, or for leasing or hiring any locomotives, tenders, plant, or any stock or other property, or either or both or any part thereof, or touching any service to be rendered by the one company to the other, and the compensation therefor: Provided the arrangements or agreements therefor shall be approved of by two-thirds of the shareholders voting in person or by proxy at a special general meeting to be called for that purpose; and any company who may become such lessee shall be and is authorized and empowered to exercise all the rights and privileges in this Act conferred: Provided also, that the leasing or letting of the railway hereby authorized or any part thereof shall not take effect unless and until approved of by the Governor General in Council: Provided further, that the company who may become lessees thereof, and the railway leased shall be subject to all the obligations hereby imposed on the Company hereby incorporated.

34. In order to afford reasonable facilities to all companies whose lines of railway may at any point or points be connected, mediately or immediately, with the railway of the Company hereby incorporated for the receiving, forwarding,

5 delivering, interchange and working of traffic upon and by
way of the several railways belonging to or worked by such
companies respectively, the Company hereby incorporated
shall, for the purposes of all traffic whatsoever, whether
10 passengers and their baggage, including the usual accom-
modation for express matter, or freight of any description,
including live stock and minerals, and whether such traffic
shall originate or terminate upon the railway systems of such
companies or either of them, or come from or be destined to
15 some other railway or railways or other carriers connecting
mediately or immediately with them, at all times receive,
ticket, bill, invoice and forward the traffic upon and over
its railway from such connecting point to or towards its
destination, and deliver any and all such traffic as consigned,
20 either in final delivery upon or from its own railway, or to
some other carrier for further transmission to its destination
according to the ticket, bill, or invoice; and in like manner
shall receive, ticket, bill, invoice and forward the traffic
destined to or by way of such connecting railway and duly
25 deliver the same at such connecting point to such connecting
railway; and the Company hereby incorporated shall afford
to all other companies having connecting railways as afore-
said, all needful accommodation, facility and convenience at
their stations and by their trains and otherwise and by
30 through ratings, billing, and ticketing for the promotion of
their business and the interchange of such traffic.

2. And the Company hereby incorporated shall not give or
allow directly or indirectly any preference or advantage to,
or to the traffic by, any other railway or portion of a railway
35 or other carriers' line forming part of a continuous route,
whether owned or operated by or in interest directly or
indirectly with the Company hereby incorporated or other-
wise, over any such connecting railway or the traffic thereby;
and it shall be unlawful for the Company hereby incorpor-
40 ated to make, and it shall not make any greater or higher
charge for the carriage of traffic or any service connected
with the traffic passing to or from any such connecting
railway than the lowest charge it shall make for a like or
similar service over any part of its own railway, or which
45 shall be made over any part of a railway worked by or in
interest with it, nor make or allow any discrimination,
preference or advantage as between any such connecting
railways.

3. And the Company hereby incorporated shall carry all such
50 traffic interchanged with any such connecting railway at
the lowest mileage rate for the time being charged or received
by it for the carriage of like or similar classes of traffic over
the same part of its railway, which lowest mileage rate shall
in no case exceed the *pro rata* mileage rate charged or
received for the haulage of the like or similar classes of

traffic over any part of the whole line of railway worked by or in interest with the said Company hereby incorporated.

4. Provided that nothing herein shall oblige the Company hereby incorporated to accept for the carriage of any such traffic less than its *pro rata* share, according to mileage, of the entire through charge, rate or fare at which the same shall be carried by railway. 5

5. And provided further, that the Company hereby incorporated shall be obliged to furnish the facilities and to work through traffic with any other connecting company, only so long as the said other company shall afford to the Company hereby incorporated the like facilities in return 10

35. In case the said companies shall fail to agree upon the extent or manner of working or carrying into effect any of the provisions contained in sections thirty-two and thirty-four, such matters in difference shall be settled by three arbitrators, appointed from time to time, one to be appointed by each of the said railway companies, parties to such difference, and the third by one of the Judges of one of the Superior Courts of Ontario; and in the event of either of the said companies refusing or neglecting to appoint such arbitrator for the space of ten days after being requested or notified so to do by the other company, then the said Judge shall appoint such arbitrator for the company so neglecting or refusing; and the decision and award of the said arbitrators, or a majority of them, shall be final and binding on the said companies, and may be enforced in any court of law or equity having jurisdiction in the premises. 20 25

36. The Company shall have full power and authority to construct, work and operate such line or lines of telegraph in connection with and along the line of their railway and branches as may be necessary or useful for the purposes of their undertaking, and may also, pending the construction of the bridge over the River Ste. Marie by this Act authorized, lay, maintain, keep in repair and operate a sub-aqueous electric telegraph cable across the said river; and for the purpose of constructing, working or protecting the telegraph lines to be constructed by the Company on their line of railway, the powers conferred on telegraph companies by the Act chapter sixty-seven of the Consolidated Statutes of the late Province of Canada, intituled, "*An Act respecting Electric Telegraph Companies*," are hereby conferred on the Company; and the other provisions of the said Act for the working and protection of telegraph lines shall apply to such telegraph lines constructed by the Company. 30 35 40 45

37. Conveyances of land to the Company for the purposes of and exercise of the powers given by this Act, made in the

form set out in the schedule hereunder written marked A, or the like effect, shall be sufficient conveyance to the Company, their successors and assigns, of the estate and interest, and sufficient bar of dower respectively, of all persons executing the same; and such conveyances shall be registered in the same manner and upon such proof of execution as is required under the registry laws of Ontario.

38. The Company shall have full power to purchase or lease land at any place or places on the shores of Lake Superior in connection with and for the purposes of any line or lines of steam vessels or other ships which the Company may own, charter or navigate on the said lake, or which may be run in connection with the said railway hereby authorized; and the Company may erect warehouses, elevators, docks, stations, workshops and offices thereon, and sell and convey such land as may be found superfluous for any such purpose.

39. Between Gravenhurst and Sault Ste. Marie, the railway shall be commenced within two years, and the extension from Callander station to the Long Sault, on the Upper Ottawa, shall be commenced within three years, and the whole line shall be completed within six years from the passage of this Act.

SCHEDULE A.

Know all men by these presents, that I (or we) (insert the names of the vendors) in consideration of _____ dollars paid to me (or us) by the Northern, North-Western and Sault Ste. Marie Railway Company, the receipt whereof is hereby acknowledged, do grant and convey, and I (or we) (insert the names of any other party or parties) in consideration of _____ dollars paid to me (or us) by the said Company, the receipt whereof is hereby acknowledged, do grant and release all that certain parcel (or those certain parcels, as the case may be) of land situated (describe the land), the same having been selected and laid out by the said Company for the purposes of their railway, to hold with the appurtenances unto the said Northern, North-Western and Sault Ste. Marie Railway Company, their successors and assigns (here insert any other clauses, covenants or conditions required) and I (or we) the wife (or wives) of the said _____ do hereby bar my (or our) dower in the said lands;

As witness my (or our) hand and seal (or hands and seals) this _____ day of _____ one thousand eight hundred _____ and _____

Signed, sealed and delivered }
in the presence of _____
C. D.

A. B. L.S.

SCHEDULE B.

And whereas in the course of the debate upon the Canadian Pacific Railway Act certain questions arose which the contractors present at Ottawa deemed it expedient to meet, by agreeing that this Company would enter into certain undertakings with the Government of Canada so soon as it should be organized, and it is expedient to provide for entering into such arrangements: Therefore, it is unanimously resolved that this Company is prepared to enter into an agreement with the Dominion Government to the effect following, that is to say: if any Company other than the Canada Central Railway Company builds a line from any point on the Canadian Pacific Railway at or about the Wharnapit river to any point on Lake Huron or Lake Superior, or on the river Ste. Marie, such Company shall have running powers over the Canadian Pacific Railway from the point of junction to Callander Station, on condition that such Company shall grant to the Canadian Pacific Railway Company similar and reciprocal running powers over its railway west of such point of junction. In the event of the Company purchasing, acquiring, amalgamating with, leasing or holding and operating the Canada Central Railway, the said Callander Station shall continue to be a neutral or receiving and distributing point common to the Canada Central Railway and any railway in the Province of Ontario, running southward from said Callander Station, and in that case all traffic to or from any point in the West or North-West coming from or destined for any such Ontario railway shall be carried to or from Callander Station at the same mileage rate as similar traffic to or from such point coming from or destined for the said Canada Central Railway; and such mileage rate shall not be greater than the average rate per mile charged for similar traffic from the point of shipment on the Canadian Pacific Railway to the point of destination on the Canada Central Railway, or from the point of shipment on the said Canada Central Railway to the point of destination on the Canadian Pacific Railway, as the case may be. And for the purposes of this section the word "traffic" includes not only passengers and their baggage, goods, animals and things conveyed by railway, but also cars, trucks and vehicles of any description adapted for running over any railway if offered for carriage as freight. But this agreement shall not be construed as consenting to any running powers by any railway over the Canadian Pacific Railway. This agreement to be subject to the conditions as to special rates for the purchasers of land, or for emigrants, or intending emigrants, which are contained in the twenty-fourth section of the charter of this Company. If at any time the Canada Central Railway should be purchased, acquired, leased in perpetuity by, or amalgamated with this Company, such amalgamation, acquisition, pur-

chase or lease shall be made subject to the existing legal obligations of that Company created by its charter, or any amendment thereof in respect of running powers or traffic arrangements, as well as in respect of the matters and things referred to in the letters patent incorporating this Company.